

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**Hearing Date: January 21, 2025 at 10:00 a.m.**

**Related Docket Nos. 435 and 578**

**WITNESS AND EXHIBIT LIST OF BUDDY MAC HOLDINGS, LLC  
RELATING TO MATTERS SCHEDULED FOR HEARING  
ON JANUARY 21, 2025 AT 10:00 A.M.**

Buddy Mac Holdings, LLC and its subsidiaries (collectively, “BMH”), by and through its undersigned counsel, hereby submits this Witness and Exhibit List for the hearing to be held in the following matter on January 21, 2025, at 10:00 a.m.:

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising , LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

1. Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief (the “Motion”) [DI 435].

2. Objection of Buddy Mac Holdings, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of The Debtors' Asset Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief, and Reservation of Rights (the “Sale Objection”) [DI 578].

### **WITNESS LIST**

Objecting Party reserves the right to call the following witnesses:

1. David Orlofsky, Managing Director of AlixPartners, LLP, an affiliate of AP Services LLC. Mr. Orlofsky will testify as to the facts contained in his Declaration in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings [DI 15] and his Supplemental Declaration in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings [DI 339].

2. Any witness listed or called by any other party;

3. Rebuttal witnesses as necessary; and

4. reserves the right to cross-examine any witness called by any other party.

### **EXHIBITS**

<b>Exhibit</b>	<b>Description</b>
1.	Declaration of David Orlofsky in Support of Chapter 11 Petitions and First Day Pleadings. [DI 15]
2.	Supplemental Declaration of David Orlofsky in Support of Chapter 11 Petitions and First Day Pleadings. [DI 339]
3.	Franchise Agreement dated December 11, 2019 by and between Buddy’s Franchising and Licensing LLC and BMY-TNM 31, LLC

### **RESERVATION OF RIGHTS**

Objecting Party reserves (a) the right to amend and/or supplement this Witness and Exhibit List at any time prior to the Hearing and add witnesses and/or exhibits, as applicable, and (b) the right to use additional exhibits for purposes of rebuttal or impeachment and to further supplement the foregoing Witness and Exhibit List as appropriate. Objecting Party also reserves the right to rely upon and use as evidence (a) exhibits included on the Exhibit List of any other parties in interest, and (b) any pleading, hearing transcript, or other document filed with the Court in the above-captioned matter.

Dated: January 16, 2025  
Wilmington, Delaware

**WOMBLE BOND DICKINSON (US) LLP**

/s/ Lisa Bittle Tancredi

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*Counsel to Buddy Mac Holdings, LLC and its  
Subsidiaries*